

MORIAH POWDER RIVER, LLC
(a Wyoming limited liability company)

Unanimous Written Consent of the Board of Managers

October 31, 2019

The undersigned, constituting all of the members of the Board of Managers ("Board") of Moriah Powder River, LLC, a Wyoming limited liability company (the "Company"), hereby approve, consent, ratify, adopt and confirm the following resolutions and the actions therein authorized, as the act of the Company's Board by written consent:

"WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, employees, members and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW THEREFORE BE IT RESOLVED, that the Company, and each or any member of the Board or duly elected officer of the Company (each, an "Officer") on behalf of the Company, shall be, and hereby is, authorized, empowered and directed to: (a) file a voluntary petition (the "Petition") for relief under Chapter 11 of Title 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the District of Wyoming (the "Bankruptcy Court"); (b) execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Officer deems reasonable, advisable, expedient, convenient, necessary, desirable and proper in connection with the Company's Chapter 11 case, with a view to the successful prosecution of such case; and (c) continue negotiating a settlement with lenders on any and all outstanding claims;

FURTHER RESOLVED, that the Company, and each Officer, on behalf of the Company, is authorized, empowered and directed to retain the law firm of Markus Williams Young & Hunsicker LLC ("MWYH") as bankruptcy counsel to represent and assist the Company in carrying out its duties under Chapter 11 of Title 11 of the Bankruptcy Code, and to take any and all actions to advance the Company's rights in connection therewith, and each Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of MWYH;

FURTHER RESOLVED, that the Company be, and hereby is, authorized, empowered and directed to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code and with respect to its Chapter 11 case; and in connection therewith, each Officer, on behalf of the Company, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Petition and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper.

FURTHER RESOLVED, that the Company, as debtor and debtor-in-possession under Chapter 11 of Title 11 of the Bankruptcy Code, shall be, and hereby is, authorized, empowered and directed to obtain post-petition financing under terms which may be negotiated by each Officer, on behalf of the Company, including under debtor-in-possession credit facilities or the use of cash collateral, and to undertake related financing transactions (collectively, "Financial Transactions"), from such lenders and on such terms as may be approved by such Officer as reasonably necessary for the continuing conduct of the affairs of the Company, and to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by such Officer in connection with such Financial Transactions;

FURTHER RESOLVED, (a) that each Officer shall be, and hereby is, authorized, directed, and empowered in the name of and on behalf of the Company, as debtor and debtor-in-possession, to take such actions and to prepare, negotiate, execute, deliver and perform such agreements, certificates, instruments, guaranties, notices, and any and all other documents as such Officer may deem necessary or appropriate to facilitate the Financial Transactions (collectively, the "Financing Documents"); (b) that Financing Documents containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by each Officer, on behalf of the Company, are approved; (c) that the actions of each Officer, on behalf of the Company, taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices, and other documents, shall be conclusive evidence of the approval thereof by such Officer and by the Company; and (d) that upon such execution and delivery of all of the foregoing documents, instruments and agreements, and the execution and delivery thereof by all other parties or signatories thereto, the Company shall be bound by the terms and conditions set forth therein;

FURTHER RESOLVED, that each Officer be, and hereby is, authorized, empowered and directed, for, in the name and on behalf of the Company, to prepare, negotiate, execute, deliver and perform the transactions and obligations contemplated by the Financing Documents on behalf of the Company, on such terms as determined by such Officer, together with such changes or additions thereto as such Officer shall approve, such approval to be conclusively evidenced by such execution and delivery, and upon such execution and delivery of all of the foregoing documents, instruments and agreements, and the execution and delivery thereof by all other parties or signatories thereto, the Company shall be bound by the terms and conditions set forth therein;

FURTHER RESOLVED, that each Officer be, and hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by such Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful Chapter 11 case, including, but not limited to the development, filing and prosecution to confirmation of a Chapter 11 plan and related disclosure statement;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon each Officer, each Officer, shall be, and hereby is, authorized, empowered and directed, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents, and to pay all expenses, including filing fees, in each case as in such officer's judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

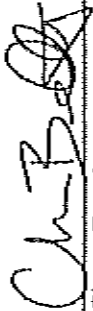
FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by each Officer in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed, and approved."

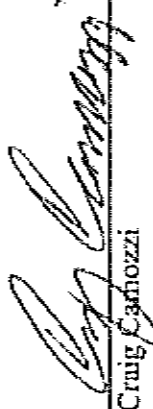
[Signature page follows]

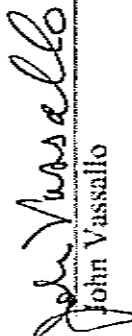


IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Company, hereby consent to the foregoing resolutions as of the date first above written.

BOARD:


Chase Bentley


Craig Camozzi


John Vassallo

[SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT OF THE BOARD OF MANAGERS -- MORIAH POWDER RIVER, LLC]